

MORTGAGES
OF THE
RUTLAND RAILROAD COMPANY,
WITH THE
VOTES OF STOCKHOLDERS
RELATING THERETO.

RUTLAND :
TUTTLE & COMPANY, PRINTERS.
1873.

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RUTLAND RAILROAD.

PRESIDENT'S OFFICE,
RUTLAND, Vt., Feb. 25th, 1873. }

In compliance with a vote of the Board of Directors, I have caused this document to be prepared and published.

Special attention is called to the First Mortgage of 1872, to secure \$1,500,000 eight per cent. bonds, a part of which issue the company now offer for sale at par and accrued interest.

A careful examination will satisfy the most cautious investor that the mortgage is duly authorized, both by the laws of Vermont and by the votes of the stockholders; that it has been properly executed and recorded, and is in all respects, in law and in fact—what it purports to be—a valid lien on the Rutland Railroad, its franchises and appurtenances.

To show the substantial character of this security, I would state that the lien created by this mortgage for \$1,500,000, is upon a Railroad one hundred and twenty miles in length, being an average of \$12,500 per mile, while the road is worth at least \$60,000 per mile.

The earnings are constantly increasing as appears by the following table:—

Earnings for year ending January 1, 1863,	\$348,318 07
" " " " 1864,	455,264 36
Earnings from Sept. 1, 1863, to Sept. 1, 1864,	615,304 87
" " 1864, " 1865,	725,237 60
" " 1865, " 1866,	787,434 87
" " 1866, " 1867,	823,786 94
" " 1867, " 1868,	821,173 02
" " 1868, " 1869,	871,143 84
" for year ending November 1, 1870,	900,749 35
" " " " 1872,	980,544 25

The above table shows a steady and healthy growth of *three fold* during the ten years past, mainly from its local business, the surest basis of permanent value a road can have, and the prospect for future increase was never better than now. The yearly net earnings of the road at this time are three times the amount of the annual interest (\$120,000) upon the \$1,500,000 First Mortgage Bonds.

These facts need only to be known and appreciated to give these bonds a high rank in any market, and no long period will elapse after the company have disposed of this loan, before they will be in demand at a premium.

JOHN B. PAGE,
President.

EIGHT PER CENT. FIRST MORTGAGE OF 1872.

Action of the Corporation Authorizing the Mortgage of the Road, to Secure the Bonds issued under date of November 1st, 1872, for \$1,500,000, Bearing Interest at Eight per cent., and Payable in Thirty Years from Date.

At a meeting of the stockholders, held on the 13th of March, 1872, of which due notice had been given, and which was called to consider the report of a committee appointed at a former meeting, and to take such action thereon as the interests of the corporation might require, a large number of stockholders being present, the committee submitted their report. Upon the subject of the debt, and the method of funding the same, they say :

"It has been generally understood that the preferred stock in the Rutland Railroad Company carried all the security of a first mortgage, and that was undoubtedly the intention when the charter was obtained, as the object was to offer the strongest inducements possible to the holders of the first mortgage bonds of the Rutland & Burlington railroad, to surrender their bonds and take the preferred stock of the Rutland Railroad Company, and as between the preferred stock and the common stock, and in the absence of any unsecured debt, it is to all intents and purposes a first lien upon the property, but by the general law of Vermont, any legal indebtedness of the Company would take precedence of it, and while no mortgage can be put upon the property as the charter now exists, the laws of Vermont leave no room to doubt that the rights of the preferred stock are subordinate to those of creditors. We desire to set stockholders right on this point before submitting our proposition.

"The plan which the committee respectfully recommend to the

stockholders for their adoption, is an issue of \$1,500,000 bonds, to be secured by a First Mortgage on the road, station houses, machine shops and property of the Company, now under lease to the Vermont Central and Vermont & Canada Railroad, exclusive of the rolling stock, already mortgaged for the payment of \$500,000 seven per cent., and \$500,000 eight per cent. Equipment Bonds, and the steamboat property, which bonds shall be redeemable in thirty years, and bear eight per cent. interest, payable semi annually, free of Government tax, in the City of Boston, and to be issued with "coupons," or "registered," as subscribers may desire, said bonds not to be *issued or sold* at less than the par value thereof, and the proceeds to be used and appropriated only and exclusively for the payment of the present indebtedness of the Company, and the interest thereon, the bonds first to be offered to the stockholders pro rata: and they recommend that the directors of the Company be instructed to apply to the legislature of the State of Vermont, at its next session in October, 1872, for such an amendment to the charter of the Company as will enable the corporation to legally make and execute a mortgage for the security of the proposed issue of bonds as above described."

The committee, in closing their report recommending the adoption of the following resolutions :

"*Voted*, That the directors of the Rutland Railroad Company are hereby instructed to petition the General Assembly of the State of Vermont, at its session in October next, for such amendment of their charter as will authorize the Company to make and execute a mortgage on its franchise, railroads, depots, machine shops, and property now under lease to the trustees and managers of the Vermont Central and Vermont & Canada Railroads, not including the rolling stock already mortgaged for the payment of five hundred thousand seven per cent., and five hundred thousand eight per cent. Equipment Bonds, and exclusive of the steamboat property, as security for an issue of bonds, to be known as First Mortgage Bonds, and not to exceed in amount the sum of one million five hundred thousand dollars, redeemable within thirty years, and to bear interest at a rate not exceeding eight per cent. per annum, payable semi-annually in the City of Boston."

A stock vote was ordered, the tellers reported that the resolution had been adopted by nearly a unanimous vote.

Whole number of votes,.....	39,021
In favor of the resolution,.....	38,822
Against the resolution,.....	199

The report of the committee with the action thereon was sent by mail to each stockholder. Notice of the intended application to the General Assembly of Vermont, was also published in the newspapers, and at the October session of 1872, on the petition of the corporation the charter was amended as follows, viz.:

AN ACT IN AMENDMENT OF "AN ACT TO INCORPORATE THE RUTLAND RAILROAD COMPANY," APPROVED MARCH 28, 1867.

It is hereby enacted by the General Assembly of the State of Vermont.

SEC. 1. The Rutland Railroad Company, if it shall vote so to do, at a meeting of the stockholders called for that purpose, shall have power to issue their notes or bonds for the purpose of raising means to pay the indebtedness of said Company, which notes or bonds shall bear interest at a rate not exceeding eight per cent., and may be secured by mortgage, and in such manner as said Company shall deem expedient.

SEC. 2. All notes or bonds which may be issued under and by virtue of section one of this act, may be issued for such sums or amounts as said corporation shall determine by their vote, and shall be made payable in not more than thirty years from the time of issuing the same.

SEC. 3. Any mortgage of said corporation to secure the payment of said notes or bonds shall be recorded in the office of the clerk of each county through which the road of said corporation passes, instead of the offices of the town clerks, and the same when so recorded, and copies of such record, shall have the same effect as if recorded in the several offices of the town clerks of the towns through which such road passes.

SEC. 4. Any mortgage of said corporation of their franchise, furniture, cars, engine and rolling stock of any kind authorized to be made as hereinbefore provided, when properly executed and recorded as aforesaid, shall be effectual to vest in the mortgagee or mortgagees a valid mortgage interest in and lien upon such prop-

rety without delivery or change of possession; and for the purpose of mortgage all such property shall be deemed a part of the realty, subject, however, to the provisions of section one hundred and two of chapter twenty-eight of the General Statutes.

SEC. 5. All parts and provisions of the act incorporating said Company, inconsistent with the provisions of this act, are hereby repealed.

SEC. 6. This act shall take effect from its passage.

Approved, October 17th, 1872.

At a meeting of the stockholders of the Rutland Railroad Company, held the 21st October, 1872, of which due notice had been given, the following resolutions and votes were passed unanimously:

WHEREAS, The Legislature of the State of Vermont have passed an act, approved October 17th, 1872, entitled "An Act in amendment of an act to incorporate the Rutland Railroad Company," approved March 28th, 1867; now, therefore, is it

Resolved, By the stockholders of the Rutland Railroad Company, in legal meeting assembled, that the aforesaid act, approved as aforesaid, be, and the same is hereby accepted and adopted by this corporation as an amendment of its charter.

Resolved, That it is expedient for the corporation to issue, and the President and Treasurer are hereby authorized and empowered to issue obligations, bonds or promissory notes, in sums of one hundred dollars, five hundred dollars, and one thousand dollars each, to an amount not exceeding fifteen hundred thousand dollars, to bear date the 1st day of November, 1872, and payable in thirty years from that date, with interest at the rate of eight per cent. per annum, payable semi-annually, with coupons or interest warrants thereto attached, for the purpose of raising means to pay the indebtedness of this Company, and to secure the payment thereof, according to their tenor, by the execution of a mortgage for and in behalf of the Company, of its franchise, railroad and property, exclusive of such rolling stock as is already mortgaged for the payment of \$500,000 seven per cent., and \$500,000 eight per cent. Equipment Bonds, and subject to the lease or contract to the managers of the Vermont Central and Vermont & Canada, and as they may be advised, shall be valid and binding; the principal and interest to be payable in the City of Boston.

Voted, That the mortgage to be executed by the President and Treasurer, as authorized by the preceding votes, shall be made in trust to Jacob H. Loud and Jacob Edwards. Any vacancy in said trust, by death, resignation or otherwise, shall be filled by the directors, at a meeting called for that purpose.

Voted, The obligations or bonds authorized to be issued by the preceding votes, shall be sold and retire an equal amount of claims against the indebtedness of the Company, now outstanding, or in exchange therefor.

Voted, The coupon bonds issued under the preceding votes, may be exchanged into registered bonds, in sums of one thousand dollars each, at the option of the holder of said coupon bonds.

Voted, That the draft of the mortgage authorized by the preceding votes, having been submitted to the meeting, the same is hereby approved. The mortgage is as follows :

AN INDENTURE, made this 21st day of October, 1872, by and between the Rutland Railroad Company, a corporation duly constituted and organized under and by virtue of the laws of the State of Vermont, of the first part, and Jacob H. Loud and Jacob Edwards, of Boston, Commonwealth of Massachusetts, of the second part.

WHEREAS, The said corporation, at a meeting of the stockholders thereof, duly notified and held on the twenty-first day of October, current, have authorized and empowered the President and Treasurer of said corporation to issue the obligations, notes or bonds of the said corporation, in sums of one hundred dollars, five hundred dollars, and one thousand dollars, amounting in the aggregate to a sum not exceeding fifteen hundred thousand dollars, and to bear date the first day of November, 1872, and to bear interest at the rate of eight per cent. per annum, payable semi-annually, with coupons or interest warrants thereto attached; the principal sum to be payable in thirty years from the date thereof, and the same, as well as the said interest, to be payable in said Boston, which said obligations, notes or bonds are to be issued for the purpose of raising means to pay the indebtedness of said corporation.

And, whereas, the said corporation have also deemed it expedient and proper that the said obligations, notes or bonds, and the payment thereof, should be secured by a mortgage of their railroad

and property, exclusive of such property and rolling stock as is already mortgaged to secure the payment of five hundred thousand dollars, seven per cent., and five hundred thousand dollars eight per cent. equipment bonds, and subject to the lease or contract made by said corporation, leasing its road and property to the managers of the Vermont Central and Vermont & Canada Railroads, and have so resolved, voted and directed ; and have also voted that the obligations, notes or bonds, so authorized to be issued, shall be sold only to retire an equal amount of claims against or indebtedness of said corporation, or in exchange therefor, and which may be also exchanged for registered bonds, in sums of one thousand dollars each, at the option of the holder of said coupon bonds.

Now, therefore, this indenture witnesseth, that the said Rutland Railroad Company, in consideration of the premises and of one dollar paid to them by the said parties of the second part, the receipt whereof is hereby acknowledged, have given, granted, bargained sold and conveyed, and by these presents do give, grant, bargain, sell and convey unto the said parties of the second part the railroad and franchise of said corporation, leading from the City of Burlington to Bellows Falls in the town of Rockingham, in the State of Vermont, as the same is now established, constructed and improved, and from its junction with the Vermont Central Railroad at said City of Burlington to its present termination, in said Bellows Falls, with the track of said railroad, and the roadway and all the lands, buildings, depots, station houses, freight houses, privileges, fixtures, easements and appurtenances to the said railroad or corporation, appertaining or belonging, and all such as may hereafter pertain and belong to said corporation, but subject to the lease or contract to the managers of the Vermont Central and Vermont & Canada Railroads, leasing the said railroad and property for the term of twenty years from the date of said contract.

To have and to hold all and singular, the above granted and described railroad and premises unto the said parties of the second part, and their successors in trust, for the use and benefit of the person or persons, bodies politic or corporate, who shall become holders of the said bonds, or any of them, subject to the terms and stipulations of the said bonds, and subject to said lease as aforesaid, to secure unto the lawful holder or holders of said bonds, ratably and without preference, and to be issued as aforesaid.

The said several trustees shall not be in any manner liable or responsible for any acts of each other to which they do not severally assent, and shall be accountable only for the exercise of reasonable diligence in the management of said trust.

And it is hereby agreed, that the said corporation shall have and retain the right to convey or dispose of, as they shall see fit and proper, the following lands and real estate, which are hereby excepted and reserved to said corporation, to wit:

At Bellows Falls—dwelling house and lot occupied by J. Bowtell, store and other buildings formerly occupied by Harris, Stone & Co.

At Bartonsville—farm bought of Patrick Mehan, by deed dated September 6th, 1870.

At Cavendish—lots bought of Redfield Proctor and wife.

At Rutland—land north of freight street, occupied by Mansfield & Stimson, for a foundry and machine shop; building and land formerly occupied by Samuel D. Jenness; land on which engine house of Fire Company Washington No. 2, and office occupied by Dr. Goldsmith, is situated; and land south of said engine house and office buildings to land of Harlem Extension Railroad.

At Burlington—Stone store and Lake House property, east of track; land upon which is situated the storehouse of Van Sicklen & Walker; lands and rights conveyed to George W. Beckwith, for the purpose of building a wharf under a contract, dated September 15th, 1868, and the water lots adjoining said wharf, the title to which has been in litigation in Chittenden County; the water front at Burlington, west of the track, and south of George W. Beckwith's wharf.

Land leased to S. W. Wells, at Chester.

Land leased to George F. Hilton and Wm. Miller. At Rutland, land bought of Evelyn Pierpoint, by deed dated 28th May, 1865.

Several small houses or buildings within the railroad bounds are reserved to the owners, the said Company having no rights therein. And any other lots of land from which the wood has been cut off.

And the said Rutland Railroad Company do hereby covenant with the parties of the second part, and their successors, in the said trust, that they will, at any and all reasonable times hereafter, when thereto requested, make, execute, acknowledge and deliver all and such other further deeds, assurances and conveyances whatsoever, as may be advised or required by counsel learned in the law, for the

better and more fully and effectnally assuring and conveying unto the said parties of the second part, or their successors in the said trust, the rights, franchise, property and premises, herein and hereby granted and conveyed to them or intended so to be.

This conveyance is upon the condition and limitation that upon the payment or satisfaction of the principal and interest of each and every of said bonds, the estate and property hereby granted, shall be wholly reinvested in the said corporation.

In testimony whereof the said Rutland Railroad Company, by John B. Page, their President, and J. M. Haven, their Treasurer, thereto duly authorized by the votes of said corporation, have caused the seal of said corporation to be hereto affixed, and the said Page and Haven have hereto subscribed their names.



RUTLAND RAILROAD COMPANY.

By J. B. PAGE, President. [L. s.]

J. M. HAVEN, Treasurer, [L. s.]

Signed, sealed, and delivered in the presence of

JOHN PROUT,
J. H. GOULDING.

STATE OF VERMONT, } ss.
RUTLAND COUNTY. }

RUTLAND, October 21st, 1872.

Then personally appeared John B. Page, President, and Joel M. Haven, Treasurer of said Company, and acknowledged the foregoing instrument to be the free act and deed of them and each of them and of said corporation.

Before me,

JOHN PROUT,

Master in Chancery.

We, the said Jacob H. Loud and Jacob Edwards, hereby assent to and accept the trust created by the foregoing instrument. Witness our hands and seals, this 21st day of October, A. D. 1872.

JACOB EDWARDS. [L. s.]

JACOB H. LOUD. [L. s.]

In presence of us.

J. PROUT, } Witnesses for J. EDWARDS.
J. H. GOULDING, }

GEO. F. SWAIN, } Witnesses for J. H. LOUD,
W.M. H. ATKINSON, }

ADDISON COUNTY CLERK'S OFFICE:—

Received and recorded this 25th October, 1872, in book 8, page 44.
R. WAINWRIGHT, *Clerk.*

RUTLAND COUNTY CLERK'S OFFICE:—

Received and recorded, 25 October, 1872, in book "B." page 69.
HENRY H. SMITH, *Clerk.*

CHITTENDEN COUNTY CLERK'S OFFICE:—

Received and recorded, October 25, 1872, in Records of Deeds,
volume 1, pages 236, 237 and 238. Attest,

A. J. HOWARD, *Clerk.*

WINDHAM COUNTY CLERK'S OFFICE, Oct. 26, 1872:—

Received and recorded, volume 6, page 160, et al., Records of
Deeds and Bonds. Attest,

R. TYLER, *Clerk.*

WINDSOR COUNTY CLERK'S OFFICE:—

Received and recorded Oct. 28th, 1872, in volume 1, of Deeds,
(new series), pp. 433, 434, 435 and 436.

GEO. B. FRENCH, *Clerk.*

SEVEN PER CENT. EQUIPMENT MORTGAGE
OF 1870.

AN INDENTURE, made this 28th day of April, A. D. 1870, by and between the Rutland Railroad Company, a corporation duly chartered and organized under and by virtue of the laws of the State of Vermont, of the first part, and George B. Chase and Jacob Edwards, of Boston, Massachusetts, of the second part:

WHEREAS, The directors of said corporation, at a meeting duly held on the 10th day of March, A. D. 1870, passed the following resolution :

Resolved, "That this Company issue its bonds to the amount of five hundred thousand dollars, payable in ten years from the first day of May next, with interest coupons attached, at seven per centum per annum, free of United States tax, payable semi-annually on the first day of May and November, in each year, and so far as can legally be done, to secure said bonds upon the rolling stock of the road. The President and Treasurer will execute said bonds in behalf of this Company, and perfect the security, under the advice of the counsel of the corporation."

And, whereas, the said corporation, at a meeting of the stock-holders, thereof, duly notified and held at Rutland, in said State, on the 28th day of April, A. D. 1870, by vote, thereby ratified, approved, adopted and confirmed said vote or resolution of the directors of said Company, and thereby authorized and empowered the President and Treasurer of the said corporation to issue the obligations or bonds of the said corporation, amounting, in the aggregate, to the sum of five hundred thousand dollars, as expressed in said resolution, and which obligations or bonds are to be issued for the purpose of paying the first mortgage bonds of the Rutland & Burlington Railroad, to whose rights and interests the said Rutland Railroad Company have succeeded, and which debt was contracted and remains a lien upon said railroad, etc., for the building and furnishing the said railroad. And, whereas, the said directors and corporation have deemed it proper that the said obligations and bonds should be secured by a mortgage or other conveyance of the rolling stock of said corporation, and have so resolved, voted and directed.

Now, therefore, this indenture witnesseth, that the said Rutland Railroad Company, in consideration of the premises, and of one dollar to them paid by the said parties of the second part, the receipt whereof is hereby acknowledged, and for divers other good and valuable considerations, them thereunto moving, have given, granted, bargained, sold and conveyed, and by these presents do grant, bargain sell, and convey unto the said parties of the second part, all the locomotive engines, passenger, freight and other cars, machinery, tools, implements, utensils, and other articles of personal property of like description, now owned by the said corporation, and as the same may be hereafter changed, altered or renewed by the said corporation or their agents, or servants, in that behalf, a schedule of which is annexed, and which sets forth, as far as practicable, a list of said property.

To have and to hold the same, to them the said parties of the second part, and their successor, successors or assigns; but nevertheless, in *trust* for the person or persons who shall hereafter become holders or holder of the said bonds of the said corporation, or any of them, and subject to the terms and stipulations of the said bonds, and also subject to the possession, control, and management of the said corporation, so long as the said company shall well and truly pay and perform all and singular the stipulations of the bonds aforesaid.

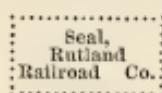
And the said trustees, parties of the second part, shall not in any manner be liable or responsible for any acts of each other to which they do not severally assent, and shall be accountable only for the exercise of reasonable diligence in the management of the said trust; and should any vacancies hereafter occur among said trustees by death or otherwise, such vacancies shall be filled by appointment of new trustee or trustees, to be nominated by the directors of said company, and appointed by a chancellor of the State of Vermont.

This conveyance is upon the express condition and limitation, that upon the payment or satisfaction of the principal and interest of each and every of said bonds, the interest hereby granted, shall immediately be re-invested in law and in fact in the said corporation, or its assigns, without any other act.

In witness whereof the said Rutland Railroad Company, by John B. Page, their President, and Joel M. Haven, their Treasurer,

\$500
United States
Rev. Stamp.

thereto duly authorized, as appears by the vote of the said corporation hereto annexed, have caused the seal of said corporation to be hereto affixed, and the said Page and Haven have hereto subscribed their names, and the said George B. Chase and Jacob Edwards have hereto affixed their names and seals, the day and year first above written.



RUTLAND RAILROAD COMPANY.

By JOHN B. PAGE, President. [L. S.]

JOEL M. HAVEN, Treasurer. [L. S.]

In presence of
JOHN PROUT.
B. B. SMALLEY.

JOHN E. BARNES,	}	GEO. B. CHASE.	[L. S.]
CHAS. B. F. ADAMS, to		JACOB EDWARDS.	[L. S.]

STATE OF VERMONT, } ss.
COUNTY OF RUTLAND. }

At Rutland, in said County, on the 28th day of April, A. D. 1870, personally appeared the Rutland Railroad Company, by John B. Page, President, and Joel M. Haven, Treasurer, of said Company, signers and sealers of the instrument before written, and acknowledged the same to be the free act and deed of said Company, as well as the free act and deed of them, and each of them.

Before me.

J. PROUT,

Master in Chancery.

STATE OF MASSACHUSETTS, }
COUNTY OF SUFFOLK, } ss.
City of Boston. }



On this second day of May, A. D. eighteen hundred and seventy, before me, the subscriber, a commissioner in and for the State of Massachusetts, duly commissioned and authorized by the Governor of the State of Vermont to take the acknowledgment and proof of deeds, and other instruments of writing to be used or recorded in said State

of Vermont, personally appeared George B. Chase and Jacob Edwards, the same individuals named and described in, and who subscribed the foregoing instrument, they being to me personally known, and they severally acknowledged the said instrument by them signed and sealed, to be their free act and deed.

In testimony whereof I have hereunto set my hand and official seal, at the City of Boston, aforesaid, the day and year last above written.

CHAS. B. F. ADAMS,
Commissioner of the State of Vermont.

Schedule of property referred to in the foregoing indenture, and all subject to the legal effect of the claim referred to in the bonds and obligation therein secured, and the mortgage upon which it is based, viz. :

- Tools and machinery in machine shops on the road.
- 25 Hand Cars and Track Tools.
- 30 Locomotive Engines.
- 4 Stationery Engines.
- 21 First Class Passenger Cars.
- 1 Drawing Room Car.
- 2 Sleeping Cars.
- 1 U. S. Postal and Smoking Car.
- 9 Mail and Baggage Cars.
- 745 Eight-wheel Freight Cars, (Seven hundred forty-five.)

CHITTENDEN, ss.—COUNTY CLERK'S OFFICE:—

Received and recorded 27th May, 1870, at 5:30 p. m., in volume 1, pp. 215, 216 and 217 of Records of Deeds of Lands, in Chittenden County.

A. J. HOWARD, *Clerk.*

WINDSOR COUNTY, ss.:—

Received and recorded June 11, 1870, in volume 5, (new series), page 352, in Records of Deeds, etc.

CHAS. M. MARSH, *Deputy Clerk.*

RUTLAND, ss.—COUNTY CLERK'S OFFICE:—

Received and recorded 24 May, 1870, at 5 o'clock p. m., in Book "A," page 407.

HENRY H. SMITH, *Clerk.*

WINDHAM COUNTY CLERK'S OFFICE, June 2d, 1870:—

Received and recorded, volume 6, page 99, Records of Deeds and Mortgages.

R. TYLER, *Clerk.*

ADDISON, ss.—COUNTY CLERK'S OFFICE:—

Received June 16th, 1870, at 5 o'clock p. m., and recorded in Book "8," page 4.

R. W. WAINWRIGHT, *Clerk.*

EIGHT PER CENT. EQUIPMENT MORTGAGE
OF 1870.

AN INDENTURE made this fifteenth day of September, A. D. 1879, by and between the Rutland Railroad Company, a corporation duly chartered and organized under and by virtue of the laws of the State of Vermont, of the first part, and B. T. Reed and Samuel T. Dana, of Boston, in the County of Suffolk and Commonwealth of Massachusetts, of the second part:

WITNESSETH, That, whereas, the said party of the first part, the said Rutland Railroad Company, at a meeting of the stockholders thereof, duly called and held at Rutland, in the County of Rutland and State of Vermont, on the 14th day of September, A. D. 1870, passed and adopted the following votes:

Voted, That the President and Treasurer be directed, and they are hereby authorized to make and issue the bonds or notes of this company, as of the first September, 1870, not exceeding the amount of five hundred thousand dollars, payable at the office of the company, in Boston, in ten years from their date, with interest at the rate of seven per cent. per annum, payable semi-annually, free of United States tax; and sell the same, for the purpose of furnishing and equipping said company's railroad, and paying debts contracted for that purpose.

Voted, That said President and Treasurer be also directed, and they are hereby authorized to make, execute and deliver to trustees on behalf of this company, a mortgage of the rolling stock and equipment now owned by the company, subject to a first mortgage on a portion thereof, as well as of all other equipment which said company has since acquired, for the purpose of securing the payment of said bonds or notes, and as they may be advised is necessary.

Voted, That said mortgage be executed to B. T. Reed and Samuel T. Dana, trustees, for the benefit of purchasers and holders of said bonds or notes, directed to be issued, secured and negotiated as aforesaid.

Now, therefore, the said Rutland Railroad Company, in consideration of the premises and of ten dollars to them paid, by the said

parties of the second part, the receipt whereof is hereby acknowledged, and for divers other good and valuable considerations them thereto moving, have granted, bargained, sold and conveyed, and by these presents do grant, bargain, sell and convey unto the said parties of the second part, all the locomotive engines, passenger, freight and other cars now owned by said company, and which they have purchased, a portion of which is subject to a first mortgage thereon, and to which reference is hereby made, for a description and list of property subject to said first lien: and as the same, may be hereafter changed, altered or renewed by said party of the first part, or their successors, agents or servants, in that behalf, a schedule of which is hereto annexed, and which sets forth, as far as is practicable, a list of said property and above referred to.

To have and to hold, the same to them, the said parties of the second part, their successor or successors, or assigns; but nevertheless in trust for the person or persons who shall hereafter become holders and owners of said notes or bonds of the said party of the first part, or any or either of them, subject to the terms and stipulations of said notes or bonds; and also subject to the possession, and the control, and management of the said party of the first part, so long as they, the said party of the first part, shall well and fully pay and perform all and singular the stipulations of the said notes or bonds authorized to be issued and negotiated, as aforesaid, according to their tenor and effect.

And the said party of the first part, for themselves, successors and assigns, hereby covenant to and with the said parties of the second part and their successors and assigns, for the benefit of the holders of said notes or bonds, that they will keep all and singular the aforesaid described property in as good order, condition and repair as the same now is, and will add to the cars and locomotives, from time to time, as may be required to replace such as shall be worn out, lost or destroyed, so as to keep the security good and undeteriorated until final payment of said notes or bonds.

And the said trustees, parties of the second part, shall not in any manner be liable or responsible for any acts of each other to which they do not expressly assent, and shall be accountable only for the exercise of reasonable diligence in the management of said trust. And should any vacancies hereafter occur in said trust by reason of death or otherwise, said vacancies shall be filled by appointment

of new trustees or trustee, to be nominated by the directors of said Rutland Railroad Company, and appointed by a Chancellor of Vermont.

And it is hereby further agreed that this indenture is made upon the condition and limitation that upon the payment and satisfaction of the principal and interest of each and every of said bonds, issued under the votes aforesaid, and negotiated as by the aforesaid votes contemplated and provided, that the interest in said property hereby granted, shall immediately be reinvested, in law and in fact, in the said party of the first part, or their successors or assigns, without any other act.

In witness whereof, the said Rutland Railroad Company, by John B. Page, their President, and Joel M. Haven, their Treasurer, thereto duly authorized, as appears by the votes of said corporation, hereinbefore set forth, have caused the seal of the said corporation to be hereto affixed, and the said Page and Haven, have hereto subscribed their names; and the said B. T. Reed and Samuel T. Dana have hereto affixed their names and seals, the day and year first above mentioned.

\$500 United States Rev. Stamp.	RUTLAND RAILROAD COMPANY. [L. S.] By JOHN B. PAGE, President, J. M. HAVEN, Treasurer. [L. S.]
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In presence of us,
LOUIS M. FOUQUET.
J. PROUT.

[Seal Rutland R. R. Co.]

J. AVERY RICHARDS to	B. T. REED. [L. S.]
CHAS. B. ADAMS,	to SAMUEL T. DANA. [L. S.]
A. W. ADAMS,	

STATE OF VERMONT, } ss.
RUTLAND COUNTY, } *

At Rutland, in said County, on this 15th day of September, A. D. 1870, personally appeared the said Rutland Railroad Company, by John B. Page, their President, and Joel M. Haven, their Treasurer, signers and sealers of the foregoing instrument, and acknowledged the same to be the free act and deed of said company, as well as the free act and deed of them, the said Page and Haven, and each of them before me.

J. PROUT,

Master in Chancery.

Seal Commissioner To Vermont.	STATE OF MASSACHUSETTS, COUNTY OF SUFFOLK, City of Boston.	} ss.
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On this twenty-second day of September, in the year eighteen hundred and seventy, before me, the subscriber, a commissioner in and for the State of Massachusetts, duly commissioned and authorized by the Governor of the State of Vermont, to take the acknowledgment and proof of deeds, and other instruments of writing, to be used or recorded in said State of Vermont, personally appeared Benjamin T. Reed, the person named in and who subscribed the foregoing instrument, he being to me personally known, and he acknowledged the said instrument by him signed and sealed, to be his free act and deed.

In witness whereof, I hereunto set my hand and seal of office, the day and year last above written.

CHAS. B. F. ADAMS,
Commissioner of the State of Vermont.

STATE OF MASSACHUSETTS, COUNTY OF SUFFOLK, City of Boston.	}
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On the twenty-third day of September, A. D. eighteen hundred and seventy, before the subscriber, a commissioner in and for the State of Massachusetts, duly commissioned and authorized by the Governor of the State of Vermont, to take the acknowledgment and proof of deeds and other instruments of writing, to be used or recorded in said State of Vermont, personally appeared Samuel T. Dana, the person named in and who executed the foregoing instrument, he being to me personally known, and he acknowledged the said instrument, by him signed and sealed, to be his free act and deed.

In witness whereof, I hereunto set my hand and seal of office, the day and year last above written.

Seal. Commissioner of State of Vermont.

CHAS. B. F. ADAMS,
*A Commissioner of the
State of Vermont.*

Schedule of property referred to in foregoing indenture:

- 25 Hand Cars.
- 30 Locomotives.
- 4 Stationary Engines.
- 21 First class Passenger Cars.
- 1 Drawing-Room Car.
- 2 Sleeping Cars.
- 1 U. S. Postal and Smoking Car.
- 9 Mail and Baggage Cars.
- 745 Eight-wheel Freight Cars.

The above subject to a first lien, as expressed in the foregoing indenture.

300 freight cars, numbered from 2001 to 2300, inclusive.

4 Locomotives, namely :—The J. M. Haven, James H. Williams, Geo. B. Chase, and Lawrence Barnes.

3 Passenger Cars, new, first class, numbered 21, 22 and 23.

And all such other equipment as may be purchased, with the bonds, under the foregoing recited votes and indenture.

Received and recorded, 20 October, A. D. 1870, in Book A,
page 413.

HENRY H. SMITH,
County Clerk.

CHITTENDEN Co., CLERK'S OFFICE, Oct. 25, 1870 :—

Received and recorded in volume 1, of Records of Deeds, pages
218, 19, and 20. Attest,

A. J. HOWARD, *Clerk.*

WHEREAS, At the meeting of the stockholders of the Rutland Railroad Company, held on the 14th day of September, A. D. 1870, it was voted by the stockholders of said corporation, as follows :—

“Voted, That the President of this Company be, and he hereby is authorized to apply to the Legislature for authority to increase the rate of interest on the bonds authorized in the preceding vote, to eight per cent., instead of seven per cent. per annum, which preceding vote is recited and set forth in the foregoing mortgage.”

And, whereas, at the October session, A. D. 1870, of the Legislature of this State, the said Rutland Railroad Company, by an act of said Legislature, were authorized to issue their notes or bonds bearing interest at the rate of eight per cent. per annum.

And, whereas, the said Rutland Railroad Company have issued and negotiated no bonds or notes under the aforesaid mortgage and votes, or either, as contemplated, but propose and contemplate to issue bonds to the amount authorized by said votes, bearing interest at the rate of eight per cent., as authorized by the above vote. Now, therefore, in consideration of the premises, and in order to accomplish the purpose aforesaid, the said Rutland Railroad Company hereby promises, covenant and agree to and with the said trustees named in the aforesaid mortgage, each of them, and their successors in said trust, that the said mortgage attached hereto, shall be a good and effectual mortgage security for the payment of the bonds or notes of said Company, and all of them, issued and negotiated by said Company, under the authority of the vote aforesaid, and the law authorizing it to the same intent and effect, as if the rate of interest had been expressed originally in said mortgage at eight per cent., payable semi-annually, free of United States tax: the said Company hereby ratifying and confirming said mortgage to that intent and purpose, and as a security for the payment of said eight per cent. bonds, and according to their terms, tenor and effect, and that all the other terms and stipulations of said mortgage shall be applicable thereto.

In witness whereof, the said Rutland Railroad Company, by John B. Page, President, and Joel M. Haven, their Treasurer, thereto duly authorized, as appears by the votes of said corporation, herein and above set forth, have caused the seal of said corporation to be hereto affixed, and the said Page and Haven have hereto subscribed their names this 25th day of November, A. D. 1870.

RUTLAND RAILROAD COMPANY.

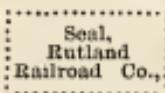
By JOHN B. PAGE, President. [L. s.]

J. M. HAVEN, Treasurer. [L. s.]

In presence of us.

N. KELLOGG.

J. L. DICKERMAN.



STATE OF VERMONT, } ss.
RUTLAND COUNTY. }

At Rutland, in said County, on this 25th day of November, A. D. 1870, appeared the said Rutland Railroad Company, by John B. Page, their President, and Joel M. Haven, their Treasurer, signers and sealers of the foregoing instrument, and acknowledged the same to be the free act and deed of said corporation, as well as the free act and deed of them, the said Page and Haven, and each of them.

Before me,

J. PROUT,

Master in Chancery.

The undersigned named trustees in the foregoing mortgage, hereby assent to the same and accept the said trust as charged by the foregoing instrument.

Nov. 25th, 1870.

B. T. REED. [L. s.]

S. T. DANA. [L. s.]

Recorded 12 June, 1871.

HENRY H. SMITH, *Clerk.*

Recorded this 20th day of June, 1870, in volume 1, on page 227.
Attest,

A. J. HOWARD,

Clerk of Chittenden County.

ADDISON COUNTY CLERK'S OFFICE, June 26, 1871:—

Received and recorded in Book 8, page 26.

R. WAINWRIGHT, *Clerk.*

WINDSOR COUNTY CLERK'S OFFICE, July 3d, 1871:—

Received and recorded in Record of Deeds, volume 1, (new series), pages, 400, 401, 402, 403 and 405.

GEO. B. FRENCH, *Clerk.*

WINDHAM COUNTY CLERK'S OFFICE, July 8th, 1871:—

Recorded in volume 6, page 132, of Records of Deeds and Executions. Attest,

R. TYLER, *Clerk.*

The foregoing votes and mortgages, having been compared with the records, are correct copies of the same.

B. B. SMALLEY,
Clerk Rutland Railroad Company.

February 10th, 1873.

NOTE.—The equipment mortgages (\$500,000 each), in all \$1,000,000, are secured on property valued at more than the amount of the bonds. The appraised value of this mortgaged property is to be maintained, and is provided for in the contract with lessees of the same, as follows:

“**ARTICLE FOURTH.** The parties of the second part (the lessees) agree to keep up and maintain in good order and condition, by repairs and renewals as the same may be needed, all the present equipment of the party of the first part, as aforesaid, and to add such new cars and engines as may be necessary to provide for waste and depreciation, as the same may from time to time occur.

And they also agree to put into the track of said Rutland Railroad, all new iron or a proportionate quantity of steel rails, ties and other material requisite to keep the track and road always in a good condition, and to add to the ballast every year, so much as may be necessary to keep the road in as good condition as it now is. And to keep open and in good condition all the drains, and that all the railroad tracks, turn outs, docks, bridges, buildings, shops, tools, machinery, locomotives, cars, rolling stock, equipment and everything herein named, or not named, which is taken by the party of the second part, shall be kept in repair, restored and returned to the parties of the first part, in as good and serviceable condition as when taken under this agreement, in the manner hereinafter mentioned in Article eighth.

ARTICLE EIGHTH. All the tracks, buildings, bridges, locomotives, cars, and all rolling stock, and all other property of the party of the first part (the Rutland Railroad) the use whereof is taken by the party of the second part (the lessees), shall be as soon as practicable carefully examined and inventoried and described and appraised by two persons, one to be chosen by the party of the first part, and one by the party of the second part; and if upon any point they differ, said appraisers shall choose a third, who shall be

an experienced, practical railroad man, and disinterested, and the determination of a majority of said appraisers shall be conclusive.

And at the termination of this contract a like inventory and description and appraisal shall be made in the same manner of the same and substituted property and all additions by persons similarly appointed by said parties and their successors or assigns, who shall determine whether the whole of said property in the aggregate is then in as good or better or worse condition of efficiency and shall appraise the value of the difference if any, and the difference shall be equalized by the payment by one party to the other as the case may require, both of which appraisals shall be at a gold valuation."